

**EXHIBIT 1**

**Articles of Incorporation**

**and**

**Foreign Corporation Authority to Conduct Business in Illinois**

# Delaware

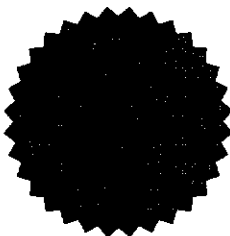
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## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TELENATIONAL COMMUNICATIONS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF FEBRUARY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TELENATIONAL COMMUNICATIONS, INC." WAS INCORPORATED ON THE THIRTIETH DAY OF MAY, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

2756936 8300

AUTHENTICATION: 1596836

020075028

DATE: 02-05-02

**CERTIFICATE OF INCORPORATION  
OF  
TELENATIONAL COMMUNICATIONS, INC.**

**ARTICLE ONE**

The name of the corporation is **TELENATIONAL COMMUNICATIONS, INC.**

**ARTICLE TWO**

The address of the corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is Corporation Trust Company.

**ARTICLE THREE**

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**ARTICLE FOUR**

The corporation shall have authority to issue One Thousand (1,000) shares of common stock, with par value at \$.0001 per share, to be issued as and when the Board of Directors shall determine.

**ARTICLE FIVE**

The Board of Directors of the corporation shall have the power to adopt, amend, and repeal any or all of the Bylaws of the corporation.

**ARTICLE SIX**

Meetings of the stockholders of the corporation may be held within or without the State of Delaware, as the Bylaws may provide. The books of the corporation may be kept (subject to any provision contained in the Delaware General Corporation Law) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the corporation.

## ARTICLE SEVEN

To the fullest extent permitted by Delaware General Corporation Law as the same exists or may hereafter be amended: (i) a director shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, (ii) the corporation shall indemnify, defend and hold harmless any and all of its existing and former directors, advisory directors, officers, employees and agents from and against any and all losses, claims, damages, expenses, fees, or liabilities, whether joint or several, incurred by each of them, including but not limited to all legal fees, judgments, penalties or amounts paid in defense, settlement or compromise, all of which may arise or be incurred, rendered, or levied in any legal action, or administrative proceeding brought or threatened against any of them by reason of the fact that such person is or was a director, advisory director, officer, employee or agent of the corporation.

## ARTICLE EIGHT

The name and mailing address of the incorporator is as follows:

W. Dean Spica  
9601 Katy Freeway, Suite 200  
Houston, Texas 77024

## ARTICLE NINE

The initial Board of Directors of the corporation shall consist of three (3) person(s). The names and mailing address(es) of the person(s) to serve as the initial director(s) are:

Phillip S. Magiera  
One Colonial Road  
Dover, Massachusetts 02030

Jonathan Y. Hicks  
101 North Waukegan, Suite 930  
Lake Bluff, IL 60044


Edward P. Mooney  
100 California Street, Suite 1400  
San Francisco, CA 94111

# ARTICLE TEN

The corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the Delaware General Corporation Law.

I, THE UNDERSIGNED, for the purposes of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true.

DATED this 30<sup>th</sup> day of May, 1997.

  
\_\_\_\_\_  
W. Dean Spies, Incorporator

*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "TELENATIONAL COMMUNICATIONS, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF MAY, A.D. 1997, AT 5:30 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



*Edward J. Freel*  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

2756936 8100

971177852

AUTHENTICATION:

8490184

DATE:

06-02-97

Form **BCA-13.15**  
(Rev. Jan. 1999)

APPLICATION FOR CERTIFICATE  
OF AUTHORITY TO  
TRANSACTION BUSINESS IN ILLINOIS

**SUBMIT IN DUPLICATE**

Jesse White, Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-1834  
<http://www.sos.state.il.us>

This space for use by Secretary of State

**FILED**

APR - 1 2002

JESSE WHITE  
SECRETARY OF STATE

This space for use by  
Secretary of State

Date 04/01/02  
License Fee \$         
Franchise Tax \$ 25.00  
Filing Fee \$ 75.00  
Penalties \$         
Approved JP 7/10/02

Payment must be made by  
certified check, cashier's check,  
Illinois attorney's check, Illinois  
C.P.A.'s check or money order,  
payable to "Secretary of State."

1. (a) CORPORATE NAME: Telenational Communications, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: \_\_\_\_\_

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Delaware

(b) Date of Incorporation: 5/30/97

(c) Period of Duration: perpetual

3. (a) Address of the principal office, wherever located:

7310 Woolworth Ave.

Omaha, NE 68124

(b) Address of principal office in Illinois:  
(If none, so state)

none

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent National Registered Agents, Inc.

First Name

Middle Name

Last Name

Registered Office 208 South LaSalle Street, Suite 1855

Number

Street

Suite #

Chicago, IL 60604

County of Cook

City

ZIP Code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

Delaware, Illinois

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	ZIP
President	See attached addendum			
Secretary				
Director				
Director				
Director				

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:  
(If not sufficient space to cover this point, add one or more sheets of this size.)

Telecommunication services

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common		.0001	1000	1000

9. Paid-in Capital: \$ 1,000.00

("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property\* of the corporation for the following year: \$ 500,000.00
- (b) Give an estimate of the total value of all the property\* of the corporation for the following year that will be located in Illinois: \$ 0
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 5,000,000.00
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 1,000.00

11. Interrogatories: (important -- this section must be completed.)

- (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: Omaha, NE
- (b) Number of shares of all classes owned by residents of Illinois: 0
- (c) Number of shares of all classes owned by non-residents of Illinois: 1000
- (d) Is the corporation transacting business in this state at this time? No
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated 3/25, 2002  
(Month & Day) (Year)

attested by [Signature]  
(Signature of Secretary or Assistant Secretary)  
Mike Prachar, Secretary  
(Type or Print Name and Title)

Telenational Communications, Inc.

(Exact Name of Corporation)  
[Signature]  
(Signature of President or Vice President)  
by Chris Canfield, President  
(Type or Print Name and Title)

\* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

\*\* When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).